

CERTIFICATE OF INCORPORATION

OF

LOU HAMMOND & ASSOCIATES, INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is:

LOU HAMMOND & ASSOCIATES, INC.

2. The purpose or purposes for which the corporation is formed as follows, to wit:

To engage in any lawful act or activity for which corporations may be formed under the Business Corporation Law. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

To own, operate, manage, acquire and deal in property, real and personal, which may be necessary to the conduct of the business.

Without limiting any of the purposes or powers of the corporation it shall have the power to do any one or more or all of the things set forth, and all other things likely, directly or indirectly, to promote the interests of the corporation. In the carrying on of its business it shall have the power to do any and all things and powers which a co-partnership or natural person could do, either as a principal, agent, representative, lessor, lessee or otherwise, either alone or in conjunction with others, and in any part of the world. In addition, it shall have and exercise all rights, powers and privileges now belonging to or conferred upon corporations organized under the Business Corporation Law.

3. The office of the corporation is to be located in the City, County and State of New York.

4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, no par value.

5. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post

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office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

Andrew P. Siff, Esq.
666 Fifth Avenue
23rd Floor
New York, New York 10103

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has executed and signed this Certificate of Incorporation this 5th day of November, 1984.

Diane L. Foley
Diane L. Foley
90 South Swan Street
Albany, New York 12210

STATE OF NEW YORK)
)ss.
COUNTY OF ALBANY)

On this 5th day of November, 1984, before me personally came Diane L. Foley to me known to be the individual described in and who executed the foregoing instrument, and she duly acknowledged to me that she executed the same.

Barbara Kinnaw
NOTARY PUBLIC, STATE OF NEW YORK
No. 4720956
Qualified in Albany County
Term Expires March 30, 1986

NYS DEPARTMENT OF STATE

FILING RECEIPT

INCORPORATION (BUSINESS)

CORPORATION NAME

LOU HAMMOND & ASSOCIATES, INC.

DATE FILED

11/21/84

DURATION & COUNTY CODE

P

NEW

FILM NUMBER

B163321-3

CASH NUMBER

438727

NUMBER AND KIND OF SHARES

200NPV

LOCATION OF PRINCIPAL OFFICE

NEW YORK

*XL

ADDRESS FOR PROCESS

ANDREW P. SIFF, ESQ
666 FIFTH AVE.
23RD FL
NEW YORK

NY 10103

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ _____

AMOUNT OF MONEY ORDER \$ 00120.00

AMOUNT OF CASH \$ _____

\$ 6.00 DOLLAR FEE TO COUNTY

FILER NAME AND ADDRESS

ANDREW P. SIFF, ESQ
666 FIFTH AVE.
23RD FL
NEW YORK

NY 10103

\$ 100.00 FILING
\$ 00010.00 TAX
\$ CERTIFIED COPY
\$ CERTIFICATE
010.00 MISCELLANEOUS
TOTAL PAYMENT \$ 0000120.00

REFUND OF \$

TO FOLLOW

380604-003 (8/84)

GAIL S SHAFFER - SECRETARY OF STATE